

AGREEMENT

This Agreement, executed by The Picower Institute for Medical Research, of Manhasset, New York ("Institute" herein) and Cytokine PharmaSciences, Inc., of King of Prussia, Pennsylvania ("CPSI" herein) is effective as of April 15, 2002.

Whereas, the Institute and CPSI are parties to an existing license agreement (the "License Agreement") originally dated September 5, 1991; and

Whereas there are a substantial number of patents and patent applications subject to the License Agreement owned in whole or in part by the Institute; and

Whereas, the Institute has ceased to fund research and desires to cease operations without limiting the value of said patents and patent applications in any way:

NOW THEREFORE, THE PARTIES, DESIRING TO BE LEGALLY BOUND, AGREE AS FOLLOWS:

1. The License Agreement is hereby terminated, with neither party having any liability or obligation to the other thereunder.
2. The Institute does hereby transfer, set over and assign to CPSI the Institute's entire right, title and interest in and to all patents and patent applications set forth on Schedule A hereto. The Institute has been responsible for prosecution of said applications and maintenance of said patents and patent applications. By execution of this agreement, CPSI agrees, to prosecute said patent applications and maintain said patents and patent applications, to the degree commercially reasonable under the circumstances.
3. To the extent the Institute owns any rights in and to technology not the subject of a patent or application, but related to the practice of subject matter claimed in the patents and patent applications set forth in Schedule A, the entirety of the Institutes rights therein is hereby assigned to CPSI.
4. The Institute has previously had possession of certain inventors notebooks and other records pertinent to the inventions disclosed and claimed in the patents and patent applications set forth in Schedule A. The Institute has provided CPSI with access to said notebooks and other records, together with such indexes or schedules thereof already in existence. Those of such notebooks, records, indexes and schedules designated by CPSI on or before the date of this Agreement have been or will be transferred to the safekeeping of CPSI at the expense of CPSI.
5. The Institute has previously created and maintained, at private facilities, strains of created laboratory animals representing significant intellectual property pertinent or otherwise

relevant to the patents and patent applications set forth in Schedule A. The Institute hereby transfers to CPSI its entire right in and to said laboratory animals. CPSI hereby accepts such transfer.

6. CPSI shall pay to a designee to be identified by the Institute in writing no later than September 30, 2002, a royalty equal to 5% of Net Sales (as hereinafter defined) and 8% of Royalty Revenues (as hereinafter defined). "Net Sales" means the gross invoice price attributable to a Product or Service (as hereinafter defined) sold by CPSI or any one or more affiliates of CPSI, less returns, promotional allowances, freight, transportation insurance, charges for returnable containers, import or export taxes, any tax or government charge levied on the sale, transportation or delivery of such Product or Service borne by the seller thereof, commissions to third parties and customary chargebacks and trade discounts actually taken. "Product or Service" means any product or service falling within the claims of the patents and patent applications set forth on Schedule A hereto, unless those claims have been found invalid by a court of competent jurisdiction without appeal, or said patent or patent application has expired or been allowed to lapse. "Royalty Revenues" means revenues derived by CPSI or any one or more of its affiliates from the granting of rights under the patents and patent applications set forth on Schedule A to any one or more other parties, provided, however, that "Royalty Revenues" shall not include reimbursement for development and clinical expenses incurred following the date of granting of such rights. For purposes of this Paragraph 6, it is expressly agreed that Cytokine Newco, Ltd., a Bermudan company formed by CPSI and Elan PLC to develop CNI-1493, shall be deemed an affiliate of CPSI. CPSI agrees to maintain records of Net Sales and Royalty Revenues so as to permit auditing of the same by the designee, through an independent certified public accountant, at the expense of the designee. Should any such audit show an underpayment of more than ten per cent (10%), CPSI shall bear the expense of such audit. CPSI agrees that the designee may conduct such an audit once in every two calendar years. Any payment made by CPSI pursuant to paragraph 6 of this Agreement shall be accompanied by a written statement indicating what the payment was for and how it was calculated. All such payments shall be made, on a quarterly basis, beginning July 1, 2002. In any quarter in which there are no such payments owing, CPSI shall so indicate to the designee in writing.

7. Any payment made by CPSI pursuant to paragraph 6 of this Agreement shall be accompanied by a written statement indicating what patent(s) or patent application(s) present claims pursuant to which the royalty payment was made. All such payments shall be made on a quarterly basis beginning July 1, 2002. In any quarter in which there are no royalty payments owing, CPSI may satisfy its obligations under this paragraph by so indicating in writing to the designee.

8. The parties recognize that to the extent either believes the other has outstanding monetary obligations to the party, or any performance obligations other than those recited herein, in consideration of the rights and privileges secured by this Agreement, each party agrees that any such claim or entitlement is forever set aside, extinguished or otherwise satisfied such that there is no claim by either party against the other save for those set forth in this Agreement.

9. The Institute represents to CPSI that to the best of its knowledge, no third party has any rights in the patents and patent applications set forth in Schedule A that would interfere in any way with CPSI's exclusive enjoyment and exercise thereof.

10. This Agreement is entire and represents the complete understanding of the parties. It may not be altered save by a written document executed by the parties, or representatives therefor, dated subsequent to the execution date of this Agreement.

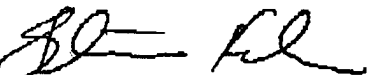
11. This Agreement is subject to, and to be interpreted pursuant to, the laws of the State of Pennsylvania and the United States of America, in each case, without regard to the principals of conflicts of law. In the event any provision of this Agreement is found to be void or unenforceable at law, all other provisions not so found shall remain in full force and effect.

Cytokine PharmaSciences, Inc.

By: 
President & CEO

8/28/02
Date

The Picower Institute for Medical Research

By: 
President

8/28/02
Date

SCHEDULE A

Format of information supplied for each patent or patent application listed:

Descriptive name of "family" of related applications (US or Foreign docket)			
CPSI docket number	Application #	Title of application or patent	Status or patent #
	Filing date		Issue date

Multivalent guanyldrazone-related cases (US docket)			
0101	08/164,540	Guanyldrazones and their use to treat cachexia and related conditions	abandoned
	21JAN1994		
0102	08/315,170	Guanyldrazones and their use to treat inflammatory conditions	# 5,599,984
	29SEP1994		04FEB1997
0103	08/463,568	Guanyldrazones and their use to treat inflammatory conditions	# 5,750,573
	05JUN1995		12MAY1998
0103 A	08/472,003	Guanyldrazones and their use to treat inflammatory conditions	# 6,180,676
	06JUN1995		30JAN2001
0103 B	08/472,919	Guanyldrazones and their use to treat inflammatory conditions	# 6,022,900
	06JUN1995		08FEB2000
0103 C	08/471,696	Guanyldrazones and their use to treat inflammatory conditions	# 5,753,684
	06JUN1995		19 MAY1998
0103 D	08/471,305	Guanyldrazones and their use to treat inflammatory conditions	# 6,008,255
	06JUN1995		28DEC1999
0103 E	08/471,124	Guanyldrazones and their use to treat inflammatory conditions	# 5,859,062
	06JUN1995		12JAN1999
0103 F	08/470,076	Guanyldrazones and their use for treating inflammatory conditions	abandoned
	06JUN1995		
0103 G	08/472,004	Guanyldrazones and their use to treat inflammatory conditions	# 5,849,794
	06JUN1995		15DEC1998

#3652846 v1 - CPSI Schedule A Final.doc DATE \@ "MMMM d, yyyy (h:mmAM/PM)"

0103 H	08/479,050	Guanyldrazones and their use to treat inflammatory conditions	# 6,248,787
	06JUN1995		19JUN2001
0103 I	08/471,711	Guanyldrazones and their use to treat inflammatory conditions	abandoned
	06JUN1995		
0103J	09/824,217	Guanyldrazones and their use to treat inflammatory conditions	pending

	03APR2001		
0104	08/632,305	Guanylhyazones and their use to treat inflammatory conditions	# 5,854,289
	15APR1996		29DEC1998
0105 P	60/031,061	Treatment of disorders related to T cell activation by interfering with p38 MAP kinase pathway	converted
	15NOV1996		
0105	08/970,973	Guanylhyazones useful for treating diseases associated with T cell activation	# 6,143,728
	14NOV1997		07NOV2000
0105A	09/705,581	Guanylhyazones useful for treating diseases associated with T cell activation	pending
	02NOV2000		
0106	08/780,311	Complexes and combinations of fetuin with therapeutic agents	#6,319,894
	08JAN1997		20NOV2001
end of section			

Multivalent guanylhyazone-related cases (Foreign docket)			
0102 WO	US95/00828	Guanylhyazones for treating inflammatory conditions	filed national
	19JAN1995		
0102 AU	18350/95	Guanylhyazones for treating inflammatory conditions	# 683,999
	19JAN1995		19MAR1998
0102 CA	2,181,689	Guanylhyazones for treating inflammatory conditions	pending
	19JAN1995		
0102 CN	95192171.1	Guanylhyazones for treating inflammatory conditions	pending
	20SEP1996		
0102 EP	95910110.6	Guanylhyazones for treating inflammatory conditions	pending
	19JAN1995		
0102 JP	07-519690	Guanylhyazones for treating inflammatory conditions	pending
	22JUL1996		
0102 MX	96 02874	Guanylhyazones and their use for treating inflammatory conditions	pending
	19JUL1996		
0102 NZ	281,400	Guanylhyazones and their use for treating inflammatory conditions	# 281400
	19JAN1995		05FEB1999

0102A NZ	330610	Guanyldhydrazones and their use for treating inflammatory conditions	pending
	19JAN1995		
0105 WO	US97/20670	Guanyldhydrazones useful for treating diseases associated with T-cell activation	filed national
	14NOV1997		
0105 AU	54360/98	Guanyldhydrazones useful for treating diseases associated with T-cell activation	pending
	14NOV1997		

0105 CA	2,271,693	Guanyldrazones useful for treating diseases associated with T-cell activation	pending
	14NOV1997		
0105 EP	97948263.5	Guanyldrazones useful for treating diseases associated with T-cell activation	pending
	14NOV1997		
0105 JP	10-522801	Guanyldrazones useful for treating diseases associated with T-cell activation	pending
	14NOV1997		
0106 WO	US98/00390	Complexes and combinations of fetuin with therapeutic agents	filed national
	08JAN1998		
0106 AU	60194/98	Complexes and combinations of fetuin with therapeutic agents	pending
	08JAN1998		
0106 CA	2,277,034	Complexes and combinations of fetuin with therapeutic agents	pending
	08JAN1998		
0106 EP	98903418.0	Complexes and combinations of fetuin with therapeutic agents	pending
	08JAN1998		
0106 JP	10-531117	Complexes and combinations of fetuin with therapeutic agents	pending
	08JAN1998		
end of section			

Macrophage Migration Inhibitory Factor-related cases (US docket)			
0201	08/063,399	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	abandoned
	17MAY1993		
0202	08/243,342	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	abandoned
	16MAY1994		
0203	08/462,350	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	abandoned
	05JUN1995		
0203 A	08/470,901	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	abandoned
	06JUN1995		

0203 B	08/479,901	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	abandoned
	06JUN1995		
0203 C	08/479,090	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity using soluble MIF receptor	abandoned
	06JUN1995		
0203 D	08/471,705	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	pending
	06JUN1995		
0203 E	08/479,092	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	abandoned
	06JUN1995		
0203 F	08/471,546	Combination method for treating diseases caused by cytokine-mediated toxicity	#6,030,615
	06JUN1995		29FEB2000
0203 G	08/471,586	Diagnostic assays for MIF	#6,080,407
	06JUN1995		27JUN2000
0203 H	09/557,823	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	pending
	25APR2000		
0204	08/602,929	Screening assay for the identification of inhibitors of macrophage migration inhibitory factor	pending
	16FEB1996		
0205	08/738,947	Therapeutic uses of factors which inhibit or neutralize MIF activity	pending
	24OCT1996		
0206 P	60/182,467	Compounds having MIF antagonist activity	converted
	29OCT1999		
0206	09/699,258	Compounds having MIF antagonist activity	pending
	27OCT2000		

0209 WO	US97/02448	Screening assay for the identification of inhibitors of macrophage migration inhibitory factor	filed national
	14FEB1997		
0204 CA	CA2218364	Screening assay for the identification of inhibitors of macrophage migration inhibitory factor	pending
	14FEB1997		
0204 EP	97905997.9	Screening assay for the identification of inhibitors of macrophage migration inhibitory factor	pending
	24OCT1997		
0204 JP	9-529544	Screening assay for the identification of inhibitors of macrophage migration inhibitory factor	pending
	14FEB1997		
0205 WO	US97/19924	Use of macrophage migration inhibitory factor antagonists for anti-cancer therapy	filed national
	24OCT1997		
0205 AU	51014/98	Use of macrophage migration inhibitory factor antagonists for anti-cancer therapy	pending
	24OCT1997		
0205 CA	2,267,069	Use of macrophage migration inhibitory factor antagonists for anti-cancer therapy	pending
	24OCT1997		
0205 EP	97913963.1	Use of macrophage migration inhibitory factor antagonists for anti-cancer therapy	pending
	24OCT1997		
0205 JP	10-519750	Use of macrophage migration inhibitory factor antagonists for anti-cancer therapy	pending
	24OCT1997		
0206 WO	US00/29554	Compounds having MIF antagonist activity	pending
	29OCT2000		
0207 WO	US01/23399	Compounds having MIF antagonist activity	pending
	26JUL2001		
0208 WO	pending	Regulation of the CTL response by macrophage migration inhibitory factor	pending
	14JAN2002		
end of section			

NLS-based HIV inhibitor-related cases (US docket)			
0301	08/369,830	Pyrimidine compounds and methods of use to derivatize neighboring lysine residues in proteins under physiological conditions	# 5,574,040

0207	pending	Compounds having MIF antagonist activity	pending
	26JUL2000		
0208P	60/260,914	Regulation of the CTL response by macrophage migration inhibitory factor	converted
	12JAN2001		
0208	10/043,322	Regulation of the CTL response by macrophage migration inhibitory factor	pending
	14JAN2002		
0210P	60/296,478	Isoxazoline compounds having MIF antagonist activity	pending
	08JUN2001		
0211P	60/279,435	Methods and compositions for using MHC Class II Invariant polypeptide chain as a receptor for MIF	pending
	29MAR2001		
0212P	60/340956	MIF knockout mouse	pending
	19DEC2001		
0213P	60/341832	Functional MIF promoter polymorphism in Rheumatoid Arthritis	pending
	21DEC2001		
end of section			

Macrophage Migration Inhibitory Factor-related cases (Foreign docket)			
0202 WO	US94/05433	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	filed national
	16MAY1994		
0202 AU	68345/94	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	# 692159
	5SEP1998		05NOV1998
0202 CA	2,163,211	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	pending
	16MAY1994		
0202 EP	94916785.2	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	pending
	16MAY1994		
0202 JP	8-525764	Inhibition of migration inhibitory factor in the treatment of diseases involving cytokine-mediated toxicity	pending
	16MAY1994		

	06JAN1995		12NOV1996
0302	08/483,405	Compounds and methods of use to derivatize neighboring lysine residues in proteins under physiological conditions	# 5,733,932
	05JUN1995		31MAR1998
0302 A	08/471,797	Compounds and methods of use to derivatize neighboring lysine residues in proteins under physiological conditions	# 5,703,086
	06JUN1995		30DEC1997
0302 B	08/470,103	Compounds and methods of use to derivatize neighboring lysine residues in proteins under physiological conditions	# 5,620,983
	06JUN1995		15APR1997
0303	08/584,857	Compounds for treating infectious diseases	# 5,840,893
	05JAN1996		24NOV1998
0304	08/732,653	Compounds and methods of use to treat infectious diseases	#6,297,253
	15OCT1996		02OCT2001
0304A	09/887,020	Compounds and methods of use to treat infectious diseases	pending
	25JUN2001		
0305	08/912,076	HIV nuclear localization inhibitors	# 5,808,068
	15AUG1997		15SEP1998
0306	08/911,883	HIV matrix protein tyrosine position 29 pocket binders	# 5,849,793
	15AUG1997		15DEC1998
end of section			

NLS-based HIV Inhibitor-related cases (Foreign docket)			
0303 WO	US96/00486	Compounds and methods of use to treat infectious diseases	filed national
	05JAN1996		
0303 AU	47559/96	Compounds and methods of use to treat infectious diseases	#715,844
	05JAN1996		25MAY2000
0303 CA	2,218,661	Compounds and methods of use to treat infectious diseases	pending
	05JAN1996		
0303 EP	96903481.8	Compounds and methods of use to treat infectious diseases	pending
	06JAN1996		
0304 WO	97/19071	Compounds and methods of use to treat infectious diseases	filed national

	15OCT1997		
0304 JP	10-518660	Compounds and methods of use to treat infectious diseases	pending
	15OCT1997		
0305 WO	US98/16814	HIV nuclear localization inhibitors	filed national
	13AUG1998		
0305 AU	89054/98	HIV nuclear localization inhibitors	pending
	13AUG1998		
0305 CA	2300424	HIV nuclear localization inhibitors	pending
	13AUG1998		
0305 EP	98940874.5	HIV nuclear localization inhibitors	pending
	13AUG1998		
0305 JP	2000-509697	HIV nuclear localization inhibitors	pending
	13AUG1998		
0306 WO	US98/16823	HIV matrix protein tyrosine position 29 pocket binders	filed national
	14AUG1998		
0306 AU	90201/98	HIV matrix protein tyrosine position 29 pocket binders	pending
	14AUG1998		
0306 CA	2,300,876	HIV matrix protein tyrosine position 29 pocket binders	pending
	14AUG1998		
0306 EP	98942068.2	HIV matrix protein tyrosine position 29 pocket binders	pending
	14AUG1998		
0306 JP	2000-509689	HIV matrix protein tyrosine position 29 pocket binders	pending
	14AUG1998		
end of section			

Fibrocyte-related cases (US docket)			
0401	08/023,290	Blood-borne mesenchymal cells	# 5,854,186
	26FEB1993		05AUG1997
0401 A	08/487,116	Blood-borne mesenchymal cells	# 6,174,526
	07JUN1995		16JAN2001